

Edwards & Angell LLP

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U.S. DISTRICT COURT
DISTRICT OF MASS

Richard J. McCarthy

617.951.2230

rmccarthy@edwardsangell.com

March 1, 2005

VIA HAND DELIVERY

Robert Alba
Clerk to United States District Judge
The Honorable Patti B. Saris
United States District Court for the
District of Massachusetts
U.S. Courthouse
One Courthouse Way
Boston, MA 02210

Re: Direct Report Corporation d/b/a Shareholder.com v. CCBN.com, Inc., et al.,
Civil Action No. 04-10535-PBS

Dear Mr. Alba:

I write in response to a letter submitted yesterday by Ruth Dowling, counsel for Plaintiff Direct Report Corporation d/b/a Shareholder.com ("Shareholder"). In her letter, Ms. Dowling references a Motion for Leave to Amend the Complaint that Shareholder filed with the Court on February 15, 2005, in which Shareholder seeks to substitute my client, Robert Adler ("Adler"), for one of the John Doe defendants in the First Amended Complaint.

As Ms. Dowling acknowledges in her letter, Shareholder failed to serve Adler with a copy of its Motion for Leave to Amend Complaint at least ten (10) days prior to filing the Motion with the Court, as was required by Local Rule 15.1. However, Ms. Dowling tries to justify this lack of compliance by stating that "Mr. Adler and his counsel were privy to the Motion before it was filed." Contrary to this assertion, we were not aware of the fact or content of the Motion until we accepted service of the Motion and related papers yesterday. Although Ms. Dowling and her co-counsel had previously mentioned the prospect that unless this case settled, they might seek to add Adler as a defendant at some point in the future, they did not state definitively that they were going to move to amend the Complaint.

In any case, we were certainly not served with a copy of the Motion at least ten (10) days prior to its being filed with the Court, as is required by Local Rule 15.1.

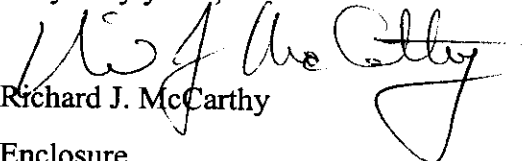
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The Honorable Patti B. Saris
March 1, 2005
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I have sent a letter to Shareholder's counsel today (a copy of which I am attaching), which sets forth Adler's position regarding this matter. As stated in the letter, Adler insists upon the right to consider Shareholder's Motion before Shareholder can file it with the Court.

Please do not hesitate to contact me if you have any questions.

Very truly yours,


Richard J. McCarthy

Enclosure

cc: Anthony S. Fiotto, Esq. **(BY HAND DELIVERY)**
Thane Scott, Esq. **(BY HAND DELIVERY)**
Ruth T. Dowling, Esq. **(BY HAND DELIVERY)**

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March 1, 2005

VIA FACSIMILE (617) 227-4420
AND FIRST CLASS MAIL

Melissa C. Allison, Esq.
Palmer & Dodge, LLP
111 Huntington Avenue at Prudential Center
Boston, MA 02199

Re: Direct Report Corporation d/b/a Shareholder.com v. CCBN.com, Inc., et al.
Civil Action No. 04-10535-PBS

Dear Ms. Allison:

This is to acknowledge our receipt yesterday of (1) Plaintiff Shareholder.com's Motion for Leave to Amend the Complaint and attached proposed Second Amended Complaint (the "Motion"), (2) Plaintiff Shareholder.com's Memorandum in Support of its Motion for Leave to Amend the Complaint, and (3) Plaintiff Shareholder.com's Motion to Impound the above-mentioned documents.

Local Rule 15.1(B) requires that a motion to amend to add a new party be served upon the proposed new party at least ten (10) days in advance of the filing of the Motion, which would require that the Motion and supporting memorandum be filed no earlier than Monday, March 14, 2005. See Local Rule 15.1 and Fed. R. Civ. P. 6(a). We do wish an opportunity to consider a response to your Motion, so it is important that these Rules be complied with. Therefore, we ask that you comply with the Rules in this instance, so that we might avoid unnecessary motion practice. To the extent that you may have taken any action in violation of the Local Rules or of the Federal Rules of Civil Procedure, kindly correct that action by withdrawing any improper filings, such as the February 15, 2005 filing referred to in your letter to me dated February 28, 2005.

Edwards & Angell^{LLP}

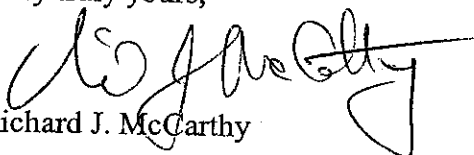
Melissa C. Allison, Esq.¹⁰¹ Federal Street Boston, MA 02110 617.439.4444 fax 617.439.4170

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March 1, 2005

Please feel free to contact me if you have any questions.

Very truly yours,


Richard J. McCarthy

RJM:clv